

1. Name of Registrant

CLEARY, GOTTLIEB, STEEN & HAMILTON

2. Registration No.

508

3. This amendment is filed to accomplish the following indicated purpose or purposes:

☐ To correct a deficiency in

☐ Initial Statement

☐ Supplemental Statement for \_\_\_\_\_

☐ To give a 10-day notice of a change in information as required by Section 2(b) of the Act.

☒ Other purpose (specify) To register for an additional foreign principal

☐ To give notice of change in an exhibit previously filed.

4. If this amendment requires the filing of a document or documents, please list-

Exhibit A to Registration Statement (Form CRM-157)

Exhibit B to Registration Statement (Form CRM-155)

Short-Form Registration Statements (Form CRM-156)

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. If more space is needed, full size insert sheets may be used.

BNS, Inc. is added as a new foreign principal in the firm's registration statement (see attached Exhibits A and B). Short-Form Registration Statements (see attached) are being filed concurrently for attorneys engaged in registrable activities on behalf of the new foreign principal.

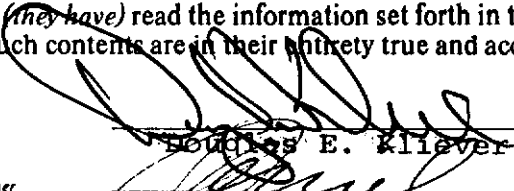
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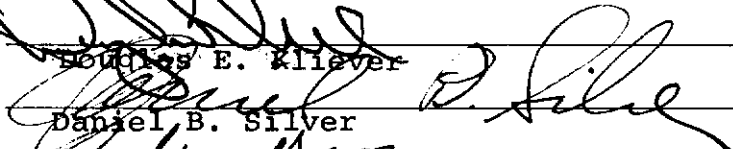
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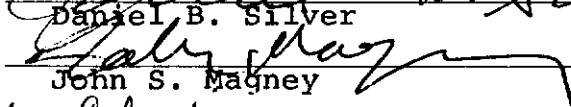
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The undersigned swear(s) or affirm(s) that he has ~~(they have)~~ read the information set forth in this amendment and that he is ~~(they are)~~ familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his ~~(their)~~ knowledge and belief.

*(Both copies of this amendment shall be signed and sworn to before a notary public or other person authorized to administer oaths by the agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions who are in the United States, if the registrant is an organization.)*

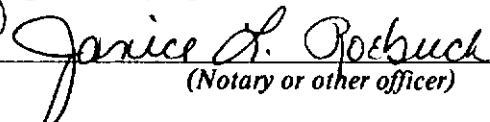
  
Douglas E. Kliever

  
Daniel B. Silver

  
John S. Magney

Subscribed and sworn to before me at the District of Columbia

this 18th day of April, 1988

  
(Notary or other officer)

My Commission Expires February 14, 1989

My commission expires \_\_\_\_\_

*Furnish this exhibit for EACH foreign principal listed in an initial statement  
and for EACH additional foreign principal acquired subsequently.*

1. Name and address of registrant Cleary, Gottlieb, Steen & Hamilton 1752 N Street, N.W. Washington, D.C. 20036		2. Registration No.  508
3. Name of foreign principal  BNS, Inc.	4. Principal address of foreign principal c/o Gifford-Hill & Co., Inc. 300 E. John Carpenter Freeway Irving, TX 75062	

5. Indicate whether your foreign principal is one of the following type:

- ☐ Foreign government
- ☐ Foreign political party
- ☐ Foreign or ☒ domestic organization: If either, check one of the following:
- |   |  |
|---|--|
| <input type="checkbox"/> Partnership            | <input type="checkbox"/> Committee             |
| <input checked="" type="checkbox"/> Corporation | <input type="checkbox"/> Voluntary group       |
| <input type="checkbox"/> Association            | <input type="checkbox"/> Other (specify) _____ |
- ☐ Individual—State his nationality \_\_\_\_\_

6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant.

b) Name and title of official with whom registrant deals. N/A

7. If the foreign principal is a foreign political party, state:

a) Principal address

b) Name and title of official with whom the registrant deals. N/A

c) Principal aim

8. If the foreign principal is not a foreign government or a foreign political party,

a) State the nature of the business or activity of this foreign principal

BNS, Inc. is a private entity which was incorporated in the State of Delaware for the purpose of consummating the acquisition of Koppers Company, Inc. It is owned, through various subsidiaries, by Beazer, PLC (a British company); NatWest Investment Bank Limited (a British company); and Shearson Lehman Brothers Holdings, Inc. (a U.S. company). The principal stockholder of BNS, Inc. is a subsidiary of Beazer PLC.

b) Is this foreign principal

- Owned by a foreign government, foreign political party, or other foreign principal ..... Yes ☒ No ☐
- Directed by a foreign government, foreign political party, or other foreign principal..... Yes ☒ No ☐
- Controlled by a foreign government, foreign political party, or other foreign principal ..... Yes ☒ No ☐
- Financed by a foreign government, foreign political party, or other foreign principal..... Yes ☒ No ☐
- Subsidized in whole by a foreign government, foreign political party, or other foreign principal..... Yes ☐ No ☒
- Subsidized in part by a foreign government, foreign political party, or other foreign principal..... Yes ☐ No ☒

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page may be used.)

BNS, Inc. is a private enterprise which is owned and financed, through subsidiaries, by Beazer PLC, Beazer House, Lower Bristol Road, Bath BA2 3EY, England, NatWest Investment Bank Limited, 41 Lothbury, London EC2P 2BP, England and Shearson Lehman Brothers Holdings, Inc., American Express Tower, World Financial Center, New York, New York 10285; and is directed and controlled, through a subsidiary, by Beazer PLC, Beazer House, Lower Bristol Road, Bath BA2 3EY, England. The principal stockholder of BNS, Inc. is a subsidiary of Beazer PLC.

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

N/A

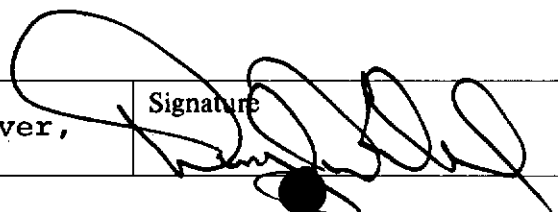
Date of Exhibit A

April 18, 1988

Name and Title

Douglas E. Kliever,  
Partner

Signature



INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances, by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in duplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Name of Registrant	Name of Foreign Principal
CLEARY, GOTTlieb, STEEN & HAMILTON	BNS, Inc.

Check Appropriate Boxes:

- ☐ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach two copies of the contract to this exhibit.
- ☐ There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach two copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
- ☒ The agreement or understanding between the registrant and foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received. We have been requested orally to provide legal services to the foreign principal, some of which could be regarded as requiring registration. The term of our engagement is indefinite. We will be compensated for our efforts in accordance with our normal billing practice, under which fees are set primarily on the basis of time expended by our professional staff. In addition, it is understood that we will be reimbursed for disbursements, including costs of communication, photocopies, word processing, travel and postage.
- Describe fully the nature and method of performance of the above indicated agreement or understanding.

The above indicated understanding will be performed by our furnishing legal services as may be requested by the foreign principal from time to time. This may include assisting or representing the foreign principal at meetings or in communication with U.S. government or state officials.

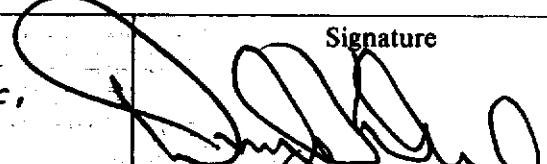
5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

See answer to question 4.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?<sup>1</sup>  
Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

See answer to question 4.

Date of Exhibit B	Name and Title	Signature
April 18, 1988	Douglas E. Kliever, Partner	

<sup>1</sup>Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

Each partner, officer, director, associate, employee and agent of a registrant is required to file a short form registration statement unless he engages in no activities in furtherance of the interests of the registrant's foreign principal or unless the services he renders to the registrant are in a secretarial, clerical, or in a related or similar capacity.

1. Name Laurent Alpert	Registration No. 508
2. Residence Address 420 East 54th Street, Apt. #23F New York, NY 10022	3. Business Address One State Street Plaza New York, NY 10004
4. Date and Place of Birth November 13, 1946; Paris, France Present Citizenship U.S.A.	5. If present citizenship was not acquired by birth, indicate when, where, and how acquired. Naturalized on April 6, 1965 Eastern District of New York
6. Occupation Attorney	
7. What is the name and address of the individual or organization whose registration made it necessary for you to file this statement?  Name Cleary, Gottlieb, Steen & Hamilton      Address One State Street Plaza New York, NY 10004	
8. List every foreign principal of the individual or organization named in Item 7. CSR Limited, Sydney, Australia; The Government of the Philippines; BNS, Inc.	
9. Indicate your connection with the individual or organization named in Item 7: <input checked="" type="checkbox"/> partner <input type="checkbox"/> director <input type="checkbox"/> employee <input type="checkbox"/> officer <input type="checkbox"/> associate <input type="checkbox"/> agent <input type="checkbox"/> other (specify) _____	
10. Describe in detail all services which you have rendered or will render to the individual or organization named in Item 7. If you are no longer rendering such services, indicate period of past services. (If space is insufficient, a full insert page must be used.)	

As a partner in the law firm of Cleary, Gottlieb, Steen & Hamilton, the registrant, I perform services upon its request and on behalf of its foreign principal, BNS, Inc. This is expected to include such legal services as may be requested by BNS, Inc. from time to time and as could be regarded as requiring registration.

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11. Do any of the above described services include political activity as defined in the footnote below?

☒ Yes ☐ No

If yes, fully describe such political activity.

I may be asked to assist or represent BNS, Inc. at meetings or in communications with U.S. government and/or state officials.

12. The services described in Item 10 are to be rendered on a

☐ full time basis

☒ part time basis

☐ special basis

13. What compensation are you receiving or will receive for above services? See Footnote 1

☐ Salary: Amount \$ \_\_\_\_\_ per \_\_\_\_\_

☐ Commission at \_\_\_\_\_ % of \_\_\_\_\_

☐ Fee: Amount \$ \_\_\_\_\_

☐ Other thing of value \_\_\_\_\_

14. What compensation or thing of value have you received to date for above services? See Footnote 1

Date

From Whom Received

Amount

15. During the period beginning 60 days prior to the date of your obligation to register to the time of filing this statement, did you make any contributions of money or other things of value from your own funds or possessions and on your own behalf in connection with an election to political office or in connection with any primary election, convention, or caucus held to select candidates for political office? Yes ☐ No ☒

If yes, furnish the following information:

Date Amount of  
thing of value

Name of  
political organization

Name of  
candidate

April 15, 1988  
Date of Signature

Signature

Subscribed and sworn to before me at New York, New York

this 15th day of April, 1988.

Signature of notary or other officer

CATHERINE VERGA

Notary Public, State of New York

No. 24-480778

Qualified in Kings County

Certification filed in New York County  
County Clerk's Office Feb. 28, 1990

My commission expires February 28, 1989.

Footnote: Political activities as defined in Section 1(a) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

Footnote 1: No compensation has been or will be received by me in connection with these services other than the proportion of net earnings of the firm received by me for all work done by me for the law firm (the registrant) of which I am a partner.



Each partner, officer, director, associate, employee and agent of a registrant is required to file a short form registration statement unless he engages in no activities in furtherance of the interests of the registrant's foreign principal or unless the services he renders to the registrant are in a secretarial, clerical, or in a related or similar capacity.

1. Name Lawrence B. Friedman	Registration No. 508
2. Residence Address 300 East 46th Street, Apt. #16D New York, NY 10017	3. Business Address One State Street Plaza New York, NY 10004
4. Date and Place of Birth April 10, 1957; Bronx, New York Present Citizenship U.S.A.	5. If present citizenship was not acquired by birth, indicate when, where, and how acquired.  N/A
6. Occupation Attorney	
7. What is the name and address of the individual or organization whose registration made it necessary for you to file this statement?  Name Cleary, Gottlieb, Steen & Hamilton Address One State Street Plaza New York, NY 10004	
8. List every foreign principal of the individual or organization named in Item 7. CSR Limited, Sydney, Australia; The Government of the Philippines; BNS, Inc.	
9. Indicate your connection with the individual or organization named in Item 7: <input type="checkbox"/> partner <input type="checkbox"/> director <input type="checkbox"/> employee <input type="checkbox"/> officer <input checked="" type="checkbox"/> associate <input type="checkbox"/> agent <input type="checkbox"/> other (specify) _____	
10. Describe in detail all services which you have rendered or will render to the individual or organization named in Item 7. If you are no longer rendering such services, indicate period of past services. (If space is insufficient, a full insert page must be used.)  As an associate in the law firm of Cleary, Gottlieb, Steen & Hamilton, the registrant, I perform services upon its request, and on behalf of its foreign principal, BNS, Inc. This is expected to include such legal services as may be requested by BNS, Inc. from time to time and as could be regarded as requiring registration.	

11. Do any of the above described services include political activity as defined in the footnote below?

☒ Yes ☐ No

If yes, fully describe such political activity.

I may be asked to assist or represent BNS, Inc. at meetings or in communications with U.S. government and/or state officials.

12. The services described in Item 10 are to be rendered on a

☐ full time basis

☒ part time basis

☐ special basis

13. What compensation are you receiving or will receive for above services? See Footnote 1

☐ Salary: Amount \$ \_\_\_\_\_ per \_\_\_\_\_

☐ Commission at \_\_\_\_\_ % of \_\_\_\_\_

☐ Fee: Amount \$ \_\_\_\_\_

☐ Other thing of value \_\_\_\_\_

14. What compensation or thing of value have you received to date for above services? See Footnote 1

Date

From Whom Received

Amount

15. During the period beginning 60 days prior to the date of your obligation to register to the time of filing this statement, did you make any contributions of money or other things of value from your own funds or possessions and on your own behalf in connection with an election to political office or in connection with any primary election, convention, or caucus held to select candidates for political office? Yes ☐ No ☒

If yes, furnish the following information:

Date

Amount of  
thing of value

Name of  
political organization

Name of  
candidate

N/A

April 15, 1988

Date of Signature

*Lawrence B. Fried*  
Signature

Subscribed and sworn to before me at New York, New York

this 15th day of April, 1988

F. ALAN PASTORE  
Notary Public, State of New York  
No. 03-4606427  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires July 31, 1989

*F. Alan Pastore*  
Signature of notary or other officer

My commission expires \_\_\_\_\_, 19\_\_\_\_.

Footnote: Political activities as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

Footnote 1: No compensation has been or will be received by me in connection with these services other than the salary received by me for all work done by me for the law firm (the registrant) of which I am an associate.

Each partner, officer, director, associate, employee and agent of a registrant is required to file a short form registration statement unless he engages in no activities in furtherance of the interests of the registrant's foreign principal or unless the services he renders to the registrant are in a secretarial, clerical, or in a related or similar capacity.

1. Name Edwin B. Mishkin	Registration No. 508
2. Residence Address 8 East 83rd Street, Apt. #10B New York, NY 10028	3. Business Address One State Street Plaza New York, NY 10004
4. Date and Place of Birth February 1, 1937; New York, NY Present Citizenship U.S.A.	5. If present citizenship was not acquired by birth, indicate when, where, and how acquired.  N/A
6. Occupation Attorney	
7. What is the name and address of the individual or organization whose registration made it necessary for you to file this statement?  Name Cleary, Gottlieb, Steen & Hamilton Address One State Street Plaza New York, NY 10004	
8. List every foreign principal of the individual or organization named in Item 7. CSR Limited, Sydney, Australia; The Government of the Philippines; BNS, Inc.	
9. Indicate your connection with the individual or organization named in Item 7: <input checked="" type="checkbox"/> partner <input type="checkbox"/> director <input type="checkbox"/> employee <input type="checkbox"/> officer <input type="checkbox"/> associate <input type="checkbox"/> agent <input type="checkbox"/> other (specify) _____	

10. Describe in detail all services which you have rendered or will render to the individual or organization named in Item 7. If you are no longer rendering such services, indicate period of past services. (If space is insufficient, a full insert page must be used.)

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11. Do any of the above described services include political activity as defined in the footnote below?

☒ Yes ☐ No

If yes, fully describe such political activity.

I may be asked to assist or represent BNS, Inc. at meetings or in communications with U.S. government and/or state officials.

12. The services described in Item 10 are to be rendered on a

☐ full time basis

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13. What compensation are you receiving or will receive for above services? See Footnote 1

☐ Salary: Amount \$ \_\_\_\_\_ per \_\_\_\_\_

☐ Commission at \_\_\_\_\_ % of \_\_\_\_\_

☐ Fee: Amount \$ \_\_\_\_\_

☐ Other thing of value \_\_\_\_\_

14. What compensation or thing of value have you received to date for above services? See Footnote 1

Date

From Whom Received

Amount

15. During the period beginning 60 days prior to the date of your obligation to register to the time of filing this statement, did you make any contributions of money or other things of value from your own funds or possessions and on your own behalf in connection with an election to political office or in connection with any primary election, convention, or caucus held to select candidates for political office? Yes ☐ No ☒

If yes, furnish the following information:

Date	Amount of thing of value	Name of political organization	Name of candidate
------	--------------------------	--------------------------------	-------------------

April 15, 1988  
Date of Signature

Edmund D. M. J.  
Signature

Subscribed and sworn to before me at New York, New York

this 15th day of April, 19 88.

LAWRENCE B. FRIEDMAN  
Notary Public, State of New York  
No. 31-4795671  
Qualified in New York County  
Commission Expires March 30, 1989

Lawrence B. Friedman  
Signature of notary or other officer

My commission expires \_\_\_\_\_, 19 \_\_\_\_\_.

Footnote: Political activities as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

Footnote 1: No compensation has been or will be received by me in connection with these services other than the proportion of net earnings of the firm received by me for all work done by me for the law firm (the registrant) of which I am a partner.